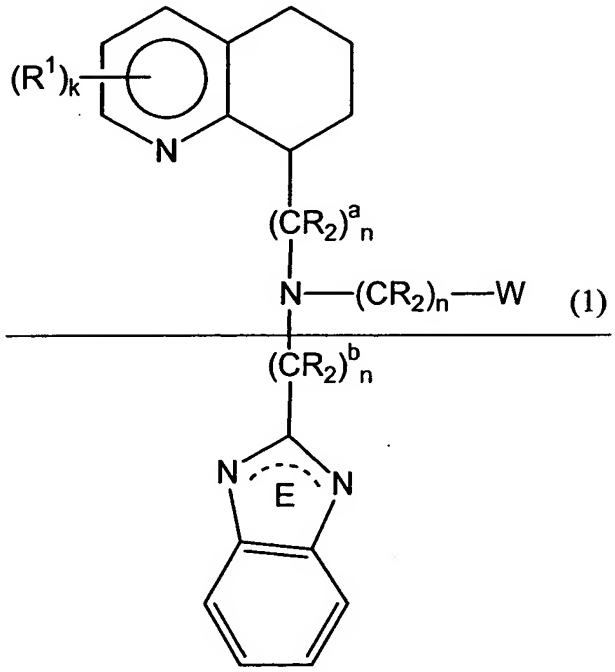
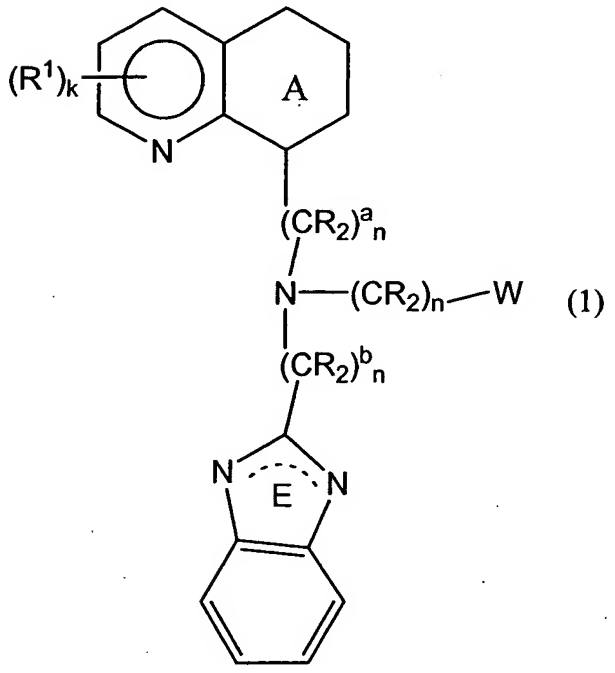
AMENDMENTS TO THE CLAIMS

1. (currently amended) A compound of the formula



(1)



(1)

and the salts thereof

wherein

R^1 is selected from halo, substituted or unsubstituted alkyl, substituted or unsubstituted hydroxyl, substituted or unsubstituted amino, substituted or unsubstituted thiol, and substituted or unsubstituted acyl;

k is 0-3;

each n is independently 0 or1;

each R is independently H or alkyl (1-6C);

W is pyridyl, oxazolyl, or imidazolyl; wherein W is optionally substituted with Y_j;

j is 0-3;

each Y is ~~independently a non-interfering substituent selected from the group consisting of~~ benzyl, halo, or ~~OR; SH; SO; SO_2;~~

~~optionally substituted phenyl;~~

~~$-(CR_2)_mOR$;~~

~~$-(CR_2)_mCOR$;~~

~~$-(CR_2)_mCOOR$;~~

~~$-(CR_2)_mN{=}CH{-}NR_2$;~~

~~$-(CR_2)_mCN$;~~

$-(CR_2)_mNR^5{}_2$;

~~$-(CR_2)_mNR(CR_2)_mNRR^4$;~~

~~$-(CR_2)_mNR(CR_2)_mNR(CR_2)_mNR^5{}_2$;~~

~~$-(CR_2)_mCO(CR_2)_mNR^5{}_2$;~~

~~$-(CR_2)_mCO(CR_2)_mNR(CR_2)_mNRR^4$;~~

~~$-(CR_2)_mCO(CR_2)_mNR(CR_2)_mNR(CR_2)_mNR^5{}_2$;~~

~~$-(CR_2)_mNRCO(CR_2)_mNRR^4$;~~

~~$-(CR_2)_mNRCO(CR_2)_mNR(CR_2)_mNR^5{}_2$;~~

~~$-(CR_2)_mNRCO(CR_2)_mNR(CR_2)_mNR(CR_2)_mNR(CR_2)_mNR^5{}_2$;~~

~~$-(CR_2)_mNROH$;~~

~~$-(CR_2)_mCONROH$;~~

~~$-(CR_2)_mCR=NOH$;~~

~~$-(CR_2)_m$-guanidino;~~

~~$-(CR_2)_mCONHNHR$; and~~

~~$-(CR_2)_m$-amidino;~~

wherein R is H or alkyl (1-6C), ~~each~~ m is independently 0-4, and each ~~R^4 and each~~ R^5 is independently H, alkyl (1-6C), alkenyl (2-6C) ~~(1-6C)~~, alkynyl (2-6C) ~~(1-6C)~~, or acyl (1-6C), each optionally substituted by one or more nonaromatic, nonheterocyclic substituent(s) and a indicates the linker between Ring A and N and b indicates the linker between ring E and the N.

2. (original) The compound of claim 1, wherein E comprises a pi bond coupled to one N.

3. (canceled)

4. (original) The compound of claim 1, wherein k is 0-1.

5. (canceled)

6. (original) The compound of claim 1, wherein one of $(CR_2)^a_n$ and $(CR_2)^b_n$ is CH_2 and the other is a bond.

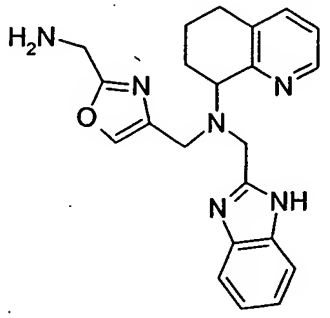
7. (original) The compound of claim 6, wherein $(CR_2)^a_n$ is a bond and $(CR_2)^b_n$ is CH_2.

8-9. (canceled)

10. (currently amended) The compound of claim 1 [[9]], wherein W is optionally substituted with benzyl, halo, or $(CR_2)_m$ $-NH_2$ where m = 0-1.

11-14. (canceled)

15. (currently amended) The compound of claim 1, wherein said compound is selected from the group consisting of



;

(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-[(1-benzyl-2-aminomethyl)-imidazol-5-ylmethyl)]-amine;

6-aminomethylpyridin-3-ylmethyl-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

(6-aminopyridin-3-ylmethyl)-(benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

(2-aminopyridin-3-ylmethyl)-(benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-8-quinolinyl)-amine;

(6-amino-pyridin-2-ylmethyl)-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

(4-amino-pyridin-3-ylmethyl)-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-(imidazol-2-yl)-methylamine;

4-{[(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amino]-methyl}-2,6-dichloropyridine;

pyridin-2-ylmethyl-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

(1H-benzimidazol-2-ylmethyl)-pyridin-4-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

(1H-benzimidazol-2-ylmethyl)-pyridin-3-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine; and

(1*H*-Benzimidazol-2-ylmethyl)-(3*H*-imidazol-4-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

or a salt thereof.

16. (previously presented) A pharmaceutical composition for modulating chemokine receptor activity comprising a therapeutically effective amount of the compound of claim 1.

17. (original) The pharmaceutical composition of claim 16, wherein $(CR_2)^a_n$ is a bond and $(CR_2)^b_n$ is CH_2.

18. (canceled)

19. (previously presented) The pharmaceutical composition of claim 16, wherein ring E comprises a pi bond coupled to one N.

20. (original) A pharmaceutical composition for modulating chemokine receptor activity comprising a therapeutically effective amount of the compound of claim 15.

21. (canceled)

22. (previously presented) The pharmaceutical composition of claim 16, wherein k is 0-1.

23. (previously presented) The pharmaceutical composition of claim 20, wherein said chemokine receptor is CXCR4 or CCR5.

24-26. (canceled)